
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2009

SAGA COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11588
(Commission File Number)

38-3042953
(IRS Employer
Identification No.)

73 Kercheval Avenue
Grosse Pointe Farms, MI
(Address of Principal Executive Offices)

48236
(Zip Code)

Registrant's telephone number, including area code: **(313) 886-7070**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 28, 2009, Saga Communications, Inc. (“Saga” or the “Company”) filed a Certificate of Amendment to its Second Restated Certificate of Incorporation with the Delaware Secretary of State to effect the 1-for-4 reverse stock split of its Class A Common Stock and Class B Common Stock (the “Reverse Stock Split”). No fractional shares shall be issued and instead, a fraction of a share shall be rounded up to one whole share. The Certificate of Amendment became effective at 11:59 p.m., Eastern Standard Time, on January 28, 2009. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Saga currently has eight (8) registration statements on Form S-8 that register the resale of its Class A Common Stock. The Securities and Exchange Commission (“SEC”) allows Saga to incorporate by reference future filings made with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of the offerings covered by registration statements filed on Form S-8. The information incorporated by reference is considered to be part of the prospectus included within those registration statements. Information in Item 5.03 of this Form 8-K is therefore intended to be automatically incorporated into the outstanding Form S-8 registration statements, thereby amending them.

Any shares of our Class A Common Stock described in our registration statements, after adjustments for historical stock splits, shall be proportionately reduced (*i.e.*, divided by 4) and the exercise price of any outstanding stock options under our plans proportionately increased (*i.e.*, multiplied by 4) by the Reverse Stock Split. The following is a list of our registration statements, by SEC file number, that are amended by the filing of this Form 8-K:

- Form S-8, File No. 333-125361, filed May 31, 2005
- Form S-8; File No. 333-107686, filed August 5, 2003;
- Form S-8; File No. 333-85535, filed August 19, 1999;
- Form S-8; File No. 333-63321, filed September 14, 1998;
- Form S-8; File No. 333-51837, filed May 5, 1998;
- Form S-8, File No. 333-28611, filed June 6, 1997;
- Form S-8, File No. 33-79366, filed May 24, 1994;
- Form S-8, File No. 33-59424, filed March 5, 1993.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3(a)(2)	Certificate of Amendment to the Second Certificate of Incorporation of Saga Communications, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SAGA COMMUNICATIONS, INC.

Dated: January 29, 2009

By: /s/ Samuel D. Bush
Samuel D. Bush
Senior Vice President,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3(a)(2)	Certificate of Amendment to the Second Restated Certificate of Incorporation of Saga Communications, Inc.

**CERTIFICATE OF AMENDMENT
TO THE
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
SAGA COMMUNICATIONS, INC.**

**Pursuant to Sections 228 and 242 of
the General Corporation Law
of the State of Delaware**

SAGA COMMUNICATIONS, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: Upon the filing and effectiveness (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware of this Certificate of Amendment to the Corporation's Second Restated Certificate of Incorporation, Article Four of the Second Restated Certificate of Incorporation is amended by adding Section 4.3 as follows:

4.3 Reverse Stock Split. Each four (4) shares of the Corporation's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), and Class B Common Stock, par value \$.01 per share (the "Class B Common Stock"), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock and Class B Common Stock, respectively, without any further action by the Corporation or the holder thereof. No fractional shares shall be issued and instead, a fraction of a share will be rounded up to one whole share. Each certificate that immediately prior to the Effective Time represented shares of Class A Common Stock or Class B Common Stock, as the case may be (the "Old Certificates"), shall thereafter represent that number of shares of Class A Common Stock or Class B Common Stock, as the case may be, into which the shares of Class A Common Stock or Class B Common Stock, as the case may be, represented by the Old Certificate shall have been combined, subject to the rounding up of fractional share interests as described above.

SECOND: This Certificate of Amendment shall become effective as of January 28, 2009 at 11:59 p.m., Eastern Standard Time.

THIRD: This Certificate of Amendment was duly authorized by the Corporation's Board of Directors and adopted by written consent of the Corporation's stockholders in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its corporate name as of the 28th day of January, 2009.

SAGA COMMUNICATIONS, INC.

By: /s/ Edward K. Christian

Name: Edward K. Christian

Title: President, Chief Executive Officer and Chairman